

Hearing Date And Time: December 17, 2008 at 10:00 a.m. (prevailing Eastern time)  
Response Date And Time: December 10, 2008 at 4:00 p.m. (prevailing Eastern time)

**FOLEY & LARDNER LLP**

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UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	)	
In re:	)	
	)	Chapter 11
DELPHI CORPORATION, et al.,	)	Case No. 05-44481 (RDD)
	)	Jointly Administered
Debtors.	)	
-----X	)	

**LIMITED RESPONSE OF PBR KNOXVILLE LLC TO DEBTORS' THIRTY-SECOND  
OMNIBUS OBJECTION PURSUANT TO 11 U.S.C. § 502(B) AND FED. R. BANKR. P.  
3007 REGARDING (A) ASSERTED AMOUNT CLAIMS, (B) CLAIMS SUBJECT TO  
MODIFICATION, AND (C) CLAIMS TO BE EXPUNGED**

**("THIRTY-SECOND OMNIBUS CLAIMS OBJECTION")**

PBR Knoxville LLC ("PBR Knoxville"), by its attorneys Foley & Lardner LLP, hereby submits this Limited Response (the "Response") to the Debtors' Thirty -Second Omnibus Objection Pursuant to 11 U.S.C. § 502(b) and Fed. R. Bankr. P. 3007 Regarding (A) Asserted Amount Claims, (B) Claims Subject to Modification, and (C) Claims to be Expunged (the "Thirty-Second Omnibus Claims Objection"). In support of its Response, PBR Knoxville respectfully represents as follows:

1. The Thirty-Second Omnibus Claims Objection addresses Claim Number 5980 filed by PBR Knoxville (the "Claim"). The Claim asserts an unsecured claim against the Debtors in the amount of \$9,157,458.38 and a secured claim in the amount of \$68,308.80.

2. The Debtors' Thirty-Second Omnibus Claims Objection seeks to modify the secured portion of the Claim such that it be modified from \$68,308.80 to \$0.00. The Debtors do not seek to modify the unsecured portion of the claim (which has been assigned by PBR Knoxville) as the modified amount of \$9,157,458.38 remains the same as the filed amount.

3. Section 502(a) of the Bankruptcy Code and Bankruptcy Rule 3001(f) provide that a properly filed proof of claim constitutes *prima facie* evidence of the validity and the amount of the claim, unless a party objects. The party objecting to the claim has the burden of going forward and of introducing evidence sufficient to rebut the presumption of validity. In re Wells, 51 B.R. 563 (D. Colo. 1985); Matter of Unimet Corp., 74 B.R. 156 (Bankr. N.D. Ohio 1987). The Debtors have set forth no such evidence. Other than generic and vague representations, the Debtors offer neither evidence nor specific bases to object to the Claim. The Debtors fail to provide any supporting materials to support the Thirty-Second Omnibus Claims Objection.

4. PBR Knoxville, on the other hand, reiterates its position that the Claim is due and owing by the Debtors in the amounts set forth in the Claim. The documents supporting the Claim were annexed as exhibits previously filed and submitted. For ease of reference, PBR Knoxville re-attaches hereto as Exhibit A, the Claim, with supporting documents. PBR Knoxville will continue to work with the Debtors in an effort to resolve the Claim. PBR's Response is limited to the issues regarding the secured portion of its claim.

WHEREFORE, PBR Knoxville respectfully requests that the Court enter an order denying the Debtors' Thirty-Second Omnibus Claims Objection with respect to the secured portion of its Claim and award such other and further relief as may be just and proper.

Respectfully submitted,

**FOLEY & LARDNER LLP**

/s/ David G. Dragich

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Dated: December 10, 2008

# **EXHIBIT A**

**Penalty for presenting fraudulent claim:** Fine of up to \$500,000 or imprisonment for up to 5 years.



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**APPENDIX TO PBR KNOXVILLE LLC PROOF OF CLAIM**

PBR Knoxville LLC ("PBR Knoxville") holds pre-petition claims against Delphi Automotive Systems LLC ("Delphi Automotive" or the "Debtor")<sup>1</sup> as set forth in the attached Proof of Claim (the "Claim").

Upon information and belief, documents supporting the Claim are in the possession of Delphi Automotive. The numerous invoices, purchase orders, contracts and other supporting documents are too voluminous to attach to the Claim. However, PBR Knoxville has attached hereto a summary of its Claim.

PBR Knoxville is a party to various pre-petition agreements and arrangements with Delphi Automotive, pursuant to which PBR Knoxville could be deemed to hold a prepetition claim on account of claims that are not currently liquidated, or which remain contingent. A summary of all potential unliquidated contingent claims would be unduly burdensome, if not impossible. PBR Knoxville reserves all of its rights with respect to claims under its agreements or arrangements with Delphi Automotive or any of the Debtors.

PBR Knoxville further reserves its rights to amend, modify or supplement this proof of claim at any time, including, without limitation, to assert claims on account of: (i) other obligations arising under agreements or arrangements or otherwise that may be deemed to be prepetition in nature; (ii) indemnification, setoff, recoupment or other rights; (iii) any consequential or other contractual damages; and (iv) any other causes of action sounding in contract, tort or otherwise, under statute or other applicable law, including counterclaims, relating to PBR Knoxville's agreements, arrangements and dealings with Delphi Automotive. PBR Knoxville further reserves the right to assert any administrative claims against the Debtor arising under agreements, arrangements or otherwise, including without limitation any right to assert that some or all of the amounts due are not prepetition claims.

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<sup>1</sup> The contracts, purchase orders and other documents that form the basis for the claims are between PBR Knoxville and Delphi Energy & Chassis Systems. While Delphi Automotive's Schedule F lists PBR Knoxville as a creditor and its Schedule G lists executory contracts with PBR Knoxville, PBR Knoxville is uncertain if Delphi Energy & Chassis Systems is a division of Delphi Automotive or Delphi Corporation. Therefore, out of an abundance of caution, PBR Knoxville is filing identical claims in both cases.

PBR Knoxville LLC  
Delphi Prepetition Debt

OUTSTANDING DEBT DUE TO PBR	PBR
<b>1. Product Delivered &amp; Debt Due</b>	
Product	10,511,688.65
Tooling	
Obsolete inventory claims	
Other claims	
Other claims	
<b>SUB TOTAL</b>	<b>10,511,688.65</b>
<b>TOTAL DEBT DUE FROM DELPHI TO PBR</b>	<b>10,511,688.65</b>
<b>2. Deduct PBR debt due to Delphi</b>	
Discounts for Accelerated Payments	(37,367.28)
Pad Pass Thru - 1/1/05 - 6/30/05	(982,150.51)
Pad Pass Thru - 1/1/05-10/07/05	(156,984.00)
Pad Pass Thru - 10/08/05 - 12/31/05	(41,664.00)
Other claims - Accepted Cost Recovery	(9,044.00)
Overpayments- productivity credits not taken	(58,711.68)
<b>TOTAL DEBT DUE FROM PBR TO DELPHI</b>	<b>(1,285,921.47)</b>
<b>NET DEBT DUE FROM DELPHI TO PBR before set</b>	<b>9,225,767.18</b>

Note 1

Note 2

Note 3

Note 3

Note 1: See attached detail for invoice number, ship date and amount.

	<u>Contract Number</u>	<u>Part Number</u>	<u>Amount</u>
Note 2: \$982,150.51 Pad pass thru	550003173	18041703/4	\$ 208,165.10
	550000694	18041703/4	\$ -
	550038367	18049691/2	\$ 157,157.55
	550004986	18044786/7	\$ 16,994.21
	550053219	18084569/70	\$ -
	550050403	18084569/70	\$ 456,560.52
	550006253	18048556/7	\$ 143,273.13
		<b>Total</b>	<b>\$ 982,150.51</b>
Note 3: \$156,984 and \$41,664 pad pass thru	550004986	18044786/7	\$ 198,648.00
Set Off / Secured Claim: Overpayments - invoice paid by Bosch			\$ 68,308.80
Total Unsecured Claim			\$9,157,458.38
Grand Total			\$9,225,767.18

PBR Knoxville LLC  
Delphi Outstanding Amounts  
Detail Listing

Invoice	Ship Date	Amount
24561	7/29/2005	8,961.66
24975	8/30/2005	40,175.10
24981	8/30/2005	40,175.10
24988	8/31/2005	17,745.99
24989	8/31/2005	418.34
24993	9/1/2005	99,389.70
24996	8/31/2005	44,677.92
24998	8/31/2005	44,634.74
25001	8/31/2005	44,677.92
25002	8/31/2005	67,038.88
25003	8/31/2005	67,082.08
25011	9/1/2005	49,093.58
25016	9/1/2005	49,093.58
25017	9/1/2005	67,038.88
25018	9/1/2005	43,146.00
25019	9/1/2005	67,038.88
25020	9/1/2005	27,089.28
25022	9/1/2005	107,865.00
25023	9/2/2005	49,093.58
25026	9/2/2005	49,115.56
25029	9/2/2005	49,093.58
25030	9/2/2005	67,038.88
25031	9/2/2005	75,465.72
25032	9/2/2005	67,082.08
25034	9/2/2005	32,381.48
25035	9/2/2005	74,495.52
25037	9/2/2005	129,438.00
25039	9/6/2005	44,655.94
25041	9/6/2005	44,655.94
25043	9/6/2005	129,438.00
25045	9/6/2005	44,655.94
25047	9/6/2005	44,655.94
25049	9/6/2005	44,677.92
25051	9/6/2005	44,689.92
25053	9/6/2005	54,178.56
25054	9/7/2005	72,160.00
25055	9/7/2005	77,697.40
25057	9/7/2005	53,617.60
25059	9/7/2005	53,617.60
25062	9/7/2005	53,617.60
25064	9/7/2005	53,617.60
25065	9/7/2005	75,465.72
25067	9/7/2005	53,617.60
25068	9/7/2005	86,292.00
25070	9/7/2005	40,633.92
25071	9/8/2005	49,158.76



PBR Knoxville LLC  
Delphi Outstanding Amounts  
Detail Listing

Invoice	Ship Date	Amount
25074	9/8/2005	53,617.60
25075	9/8/2005	49,158.76
25077	9/8/2005	4,119.33
25078	9/8/2005	15,938.48
25079	9/8/2005	2,503.21
25080	9/8/2005	20.59
25081	9/8/2005	1,486.43
25082	9/8/2005	57,213.51
25083	9/8/2005	43,428.09
25084	9/8/2005	53,617.60
25086	9/8/2005	61,744.88
25087	9/8/2005	49,158.76
25089	9/8/2005	74,495.52
25090	9/8/2005	54,710.52
25091	9/9/2005	53,617.60
25093	9/9/2005	53,617.60
25095	9/9/2005	49,136.76
25098	9/9/2005	53,617.60
25099	9/9/2005	75,465.72
25101	9/9/2005	53,617.60
25103	9/9/2005	132,550.08
25104	9/9/2005	74,495.52
25106	9/9/2005	129,438.00
25114	9/12/2005	75,465.72
25120	9/12/2005	110,204.55
25121	9/12/2005	74,495.52
25124	9/12/2005	129,438.00
25191	9/19/2005	49,136.76
25193	9/19/2005	49,136.76
25195	9/19/2005	49,136.76
25198	9/19/2005	49,136.76
25203	9/19/2005	49,136.76
25207	9/20/2005	49,114.78
25209	9/20/2005	49,114.78
25211	9/20/2005	49,114.78
25214	9/20/2005	49,114.78
25216	9/20/2005	49,114.78
25218	9/20/2005	74,495.52
25221	9/20/2005	49,051.16
25223	9/21/2005	53,638.82
25225	9/21/2005	53,638.82
25227	9/21/2005	53,617.60
25229	9/21/2005	1,433.98
25230	9/21/2005	17,041.34
25231	9/21/2005	17,041.34
25232	9/21/2005	672.52

PBR Knoxville LLC  
Delphi Outstanding Amounts  
Detail Listing

Invoice	Ship Date	Amount
25233	9/21/2005	92,455.34
25234	9/21/2005	58,676.32
25235	9/21/2005	2,705.98
25237	9/21/2005	90,200.00
25238	9/21/2005	75,465.72
25240	9/21/2005	53,617.60
25242	9/21/2005	53,617.60
25244	9/21/2005	74,495.52
25245	9/21/2005	111,482.48
25247	9/21/2005	26,884.98
25249	9/21/2005	26,798.58
25252	9/21/2005	129,438.00
25254	9/21/2005	49,136.76
25256	9/21/2005	53,617.60
25258	9/21/2005	49,136.76
25260	9/21/2005	43,146.00
25264	9/21/2005	40,153.90
25266	9/21/2005	74,495.52
25269	9/21/2005	40,153.12
25272	9/23/2005	44,677.92
25274	9/23/2005	49,136.76
25276	9/23/2005	44,677.92
25278	9/23/2005	75,465.72
25281	9/23/2005	44,677.92
25283	9/23/2005	49,136.76
25285	9/23/2005	43,146.00
25288	9/23/2005	74,495.52
25290	9/23/2005	129,438.00
25291	9/23/2005	31,365.82
25294	9/26/2005	49,136.76
25296	9/26/2005	49,136.76
25298	9/26/2005	49,136.76
25301	9/26/2005	75,465.72
25302	9/26/2005	49,136.76
25304	9/26/2005	49,136.76
25306	9/26/2005	39,555.99
25309	9/26/2005	74,495.52
25311	9/26/2005	40,197.88
25313	9/27/2005	49,136.76
25315	9/27/2005	49,136.76
25317	9/27/2005	49,136.76
25319	9/27/2005	49,136.76
25322	9/27/2005	49,136.76
25324	9/27/2005	67,723.20
25325	9/28/2005	2,935.96
25326	9/28/2005	49,929.30

PBR Knoxville LLC  
Delphi Outstanding Amounts  
Detail Listing

Invoice	Ship Date	Amount
25329	9/29/2005	2,806.21
25339	9/28/2005	61,744.68
25342	9/28/2005	111,465.99
25345	9/28/2005	54,178.56
25369	9/30/2005	53,617.60
25371	9/30/2005	53,574.40
25373	9/30/2005	53,574.40
25378	9/30/2005	40,131.92
25385	10/3/2005	49,136.76
25387	10/3/2005	49,136.76
25389	10/3/2005	49,136.76
25390	10/3/2005	75,465.72
25392	10/3/2005	49,136.76
25393	10/3/2005	50,593.68
25394	10/3/2005	74,495.52
25397	10/3/2005	49,136.76
25399	10/3/2005	31,235.44
25402	10/4/2005	49,136.76
25404	10/4/2005	44,677.92
25406	10/4/2005	49,136.76
25407	10/4/2005	75,465.72
25409	10/4/2005	49,158.76
25410	10/4/2005	74,495.52
25412	10/4/2005	35,694.28
25415	10/4/2005	44,677.92
25417	10/4/2005	35,802.66
25420	10/4/2005	49,136.76
25422	10/4/2005	49,136.76
25424	10/4/2005	49,136.76
25425	10/5/2005	548.86
25426	10/5/2005	18,860.97
25427	10/5/2005	28,884.00
25428	10/5/2005	43,296.00
25429	10/5/2005	1,754.68
25432	10/4/2005	49,136.76
25433	10/4/2005	75,465.72
25434	10/4/2005	133,688.34
25435	10/4/2005	74,495.52
25438	10/4/2005	49,136.76
25441	10/4/2005	31,235.44
25442	10/4/2005	130,069.80
25444	10/6/2005	49,136.76
25446	10/6/2005	49,136.76
25448	10/6/2005	49,136.76
25452	10/8/2005	22,317.76
25454	10/8/2005	49,136.76

PBR Knoxville LLC  
Delphi Outstanding Amounts  
Detail Listing

Invoice	Ship Date	Amount
25455	10/6/2005	74,495.52
25456	10/6/2005	75,879.54
25458	10/6/2005	49,138.76
25459	10/6/2005	130,069.80
25469	10/7/2005	75,465.72
25473	10/7/2005	74,495.52
25474	10/7/2005	90,326.25
25105	9/9/2005	687.00
Total		<u>10,511,688.85</u>

**CERTIFICATE OF SERVICE**

I HEREBY CERTIFY that a copy of the above and foregoing Response of PBR Knoxville LLC to Debtors' Thirty-Second Omnibus Claims Objection has been served upon the following by hand delivery this 10th day of December, 2008:

Honorable Robert D. Drain  
United States Bankruptcy Judge  
United States Bankruptcy Court  
Southern District of New York  
One Bowling Green, Room 632  
New York, New York 10004

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